



000776 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

65-0773649

Page 3

Form 5471 (Rev. 1-99)

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 KOREA	794,849,836.	0.0008520	677,212.
3			
4			
5			
6			
7			
8 Total			677,212.

**Schedule F Balance Sheet****Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1,275,360.	1,519,309.
2a Trade notes and accounts receivable		4,661,075.	5,091,313.
b Less allowance for bad debts		( -438,179. )	( -326,639. )
3 Inventories		2,414,905.	1,886,998.
4 Other current assets (attach schedule)	SEE STATEMENT 3	44,343.	100,370.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	570,589.	551,762.
8a Buildings and other depreciable assets		1,974,816.	1,797,740.
b Less accumulated depreciation		(1,014,177. )	( 899,876. )
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			2,639,292.
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		( )	( 10,968. )
12 Other assets (attach schedule)	SEE STATEMENT 5	142,596.	19,931.
13 Total assets		10,507,686.	13,022,510.
Liabilities and Stockholders' Equity			
14 Accounts payable		278,323.	662,212.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	2,139,936.	3,505,966.
16 Loans from stockholders and other related persons			
17 Other liabilities (attach schedule)	SEE STATEMENT 7	209,607.	183,195.
18 Capital stock:			
a Preferred stock			
b Common stock		4,611,925.	4,183,152.
19 Paid-in or capital surplus (attach reconciliation)		0.	
20 Retained earnings		3,267,895.	4,487,985.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		10,507,686.	13,022,510.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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GRACE KOREA INC.

65-0773649

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**Schedule H Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

<b>1</b>	Current year net income or (loss) per foreign books of account.		<b>1</b>	1,904,882,462.
<b>2</b>	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
		<b>Net Additions</b>	<b>Net Subtractions</b>	
<b>a</b>	Capital gains or losses			
<b>b</b>	Depreciation and amortization			
<b>c</b>	Depletion			
<b>d</b>	Investment or incentive allowance			
<b>e</b>	Charges to statutory reserves			
<b>f</b>	Inventory adjustments			
<b>g</b>	Taxes	71,850,870.		
<b>h</b>	Other (attach schedule) . . . . .SEE STATEMENT 8.	1.	0.	
<b>3</b>	Total net additions	71,850,871.		
<b>4</b>	Total net subtractions		0.	
<b>5a</b>	Current earnings and profits (line 1 plus line 3 minus line 4)			<b>5a</b> 1,976,733,333.
<b>b</b>	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)			<b>5b</b>
<b>c</b>	Combine lines 5a and 5b.			<b>5c</b> 1,976,733,333.
<b>d</b>	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)			<b>5d</b> 1,739,525.
	Enter exchange rate used for line 5d ▶			0.0008800

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

<b>1</b>	Subpart F income (line 40b, Worksheet A in the instructions)	<b>1</b>	
<b>2</b>	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	<b>2</b>	
<b>3</b>	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	<b>3</b>	
<b>4</b>	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	<b>4</b>	
<b>5</b>	Factoring income	<b>5</b>	
<b>6</b>	Total of lines 1 through 5. Enter here and on your income tax return	<b>6</b>	0.
<b>7</b>	Dividends received (translated at spot rate on payment date under section 989(b)(1))	<b>7</b>	
<b>8</b>	Exchange gain or (loss) on a distribution of previously taxed income.	<b>8</b>	

• Was any income of the foreign corporation blocked? Yes ☐ No ☒  
 • Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE KOREA INC.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	3,345,733,567.	-8,121,836.				3,337,611,731.
<b>2a</b> Current year E&P	1,976,733,333.					
<b>b</b> Current year deficit in E&P						
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	5,322,466,900.	-8,121,836.				
<b>4</b> Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	5,322,466,900.	-8,121,836.				
<b>7</b> Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	5,322,466,900.	-8,121,836.	0.	0.	0.	5,314,345,064.

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 1-99)

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**SCHEDULE M  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and  
Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE KOREA INC.

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Won 0.0008800

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .	18,732.		838,157.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .			64,670.		
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) . . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance . . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	18,732.	0.	902,827.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .	4,397,444.		3,096,100.		
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .	364,722.		62,586.		
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .	43,183.				
<b>16</b> Dividends paid . . . . .					
<b>17</b> Interest paid . . . . .					
<b>18</b> Add lines 10 through 17 . . . . .	4,805,349.	0.	3,158,686.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . . .					
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . . . .					

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Schedule M (Form 5471) (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 1  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OPERATING REVENUE	1,701,623	1,497
OTHER INCOME	-229,630,515	-202,075
	-----	-----
Total	-227,928,892	-200,578
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 2  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	133,203,617	117,219
ADVERTISING	58,606,624	51,574
GENERAL STATIONARY AND SU	40,409,208	35,560
TELEPHONE COMMUNICATIONS	619,284,001	544,970
OPERATING COSTS	179,530,146	157,987
UTILITIES	11,277,120	9,924
REPAIRS AND MAINTENANCE	45,182,997	39,761
INSURANCE	34,413,953	30,284
SERVICE CHARGES	146,411,023	128,842
AMORTIZATION CHARGES	13,709,381	12,064
OTHER DEDUCTIONS	1,623,116	1,428
INTER CORP. - OTHER EXP.	360,435,572	317,183
Total	1,644,086,758	1,446,796

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 3  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	44,343	26,376
CURRENT DEFERRED TAXES		73,994
	-----	-----
Total	44,343	100,370
	=====	=====



000776 08/29/2001  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 4  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	570,589	551,762
Total	570,589	551,762

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 5  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	50,947	11,790
NON CURRENT DEFERRED TAXE	91,649	8,141
	-----	-----
Total	142,596	19,931
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 6  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	721,246	290,278
INCOME TAXES PAYABLE	727,728	359,925
ACCRUED CURRENT LIABILITI	394,923	389,636
OTHER CURRENT LIABILITIES	91,799	83,264
INDEMNITIES, PENSIONS AND	-66,137	-43,986
INTER CORPORATE BAL. WITH	270,377	2,426,849
-----	-----	-----
Total	2,139,936	3,505,966
	=====	=====

000776 08/29/2001  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 7  
65-0773649

Tax Year Ended 12/31/2000

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Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	209,607	183,195
	-----	-----
Total	209,607	183,195
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 8  
65-0773649

Tax Year Ended 12/31/2000

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Other Net Additions (Schedule H, Line 2h)

Description	Amount
-----	-----
Other Net Additions	1
	-----
Total	1
	=====

000774 08/29/2001

Form **5471**

(Rev. January 1999)

Department of the Treasury  
Internal Revenue Service**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

OMB No. 1545-0704

**File In Duplicate**(see **When and  
Where To File** in the  
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

**A Identifying number**

65-0773649

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

**B Category of filer** (See page 2 of the instructions. Check applicable  
box(es): (1) ☐ (2) ☐ (3) ☐ (4) ☒ (5) ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

**C** Enter the total percentage of voting stock of the foreign corporation  
you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000

**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Malaysia Ringgit

**1a** Name and address of foreign corporation

W.R. GRACE (MALAYSIA) SDN

43200 CHERAS JAVA

SELANGOR DARUL, MALAYSIA

**b** Employer identification number, if any**c** Country under whose laws incorp.  
MALAYSIA**d** Date of incorporation

3/23/73

**e** Principal place of business

MALAYSIA

**f** Principal business activity  
code number (NEW)

325900

**g** Principal business activity  
OTHER CHEMICAL  
PRODUCT MFG**2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent  
(if any) in the United States**b** If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid  
(after all credits)**c** Name and address of foreign corporation's statutory or resident  
agent in country of incorporation

CORPORATE HOUSE SVC. SDN.BHD.

288 JALAN RAJA LAUT

50350 KUALA LUMPUR, MALAYSIA

**d** Name and address (including corporate department, if applicable) of  
person (or persons) with custody of books & records of the foreign  
corporation, and the location of such books and records, if different

TEE AH HENG

7 LORONG 1, JALAN SATU

43200 CHERAS JAYA, MALAYSIA

**Schedule A Stock of the Foreign Corporation****Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	10,000	10,000

**Part II -- Additional Information for PREFERRED Stock**(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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W.R. GRACE (MALAYSIA) SDN

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Page 3

<b>Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued</b> (See page 4 of instructions.)			
(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 MALAYSIA	873,754.	0.2631576	229,935.
3			
4			
5			
6			
7			
8 Total			229,935.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		71,536.	733,486.
2a Trade notes and accounts receivable		1,599,278.	1,870,347.
b Less allowance for bad debts		( 94,537.)	( 88,209.)
3 Inventories		389,452.	244,311.
4 Other current assets (attach schedule)	SEE STATEMENT 3	10,839.	6,478.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	52,342.	52,343.
8a Buildings and other depreciable assets		758,318.	744,735.
b Less accumulated depreciation		( 383,841.)	( 426,959.)
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		( )	( )
12 Other assets (attach schedule)	SEE STATEMENT 5	210,176.	147,329.
13 Total assets		2,613,563.	3,283,861.
Liabilities and Stockholders' Equity			
14 Accounts payable		365,222.	624,111.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	631,239.	1,860,593.
16 Loans from stockholders and other related persons		967,860.	913,632.
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock		2,632.	2,632.
19 Paid-in or capital surplus (attach reconciliation)		0.	
20 Retained earnings		646,610.	-117,107.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		2,613,563.	3,283,861.

Does the foreign corporation have an interest in a partnership or trust?

Yes ☐ No ☒

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W.R. GRACE (MALAYSIA) SDN

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Form 5471 (Rev. 1-99)

**Schedule H Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

<b>1</b>	Current year net income or (loss) per foreign books of account. ....	<b>1</b>	- 900,544.
<b>2</b>	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	<b>Net Additions</b>	<b>Net Subtractions</b>
<b>a</b>	Capital gains or losses .....		
<b>b</b>	Depreciation and amortization .....		
<b>c</b>	Depletion .....		
<b>d</b>	Investment or incentive allowance .....		
<b>e</b>	Charges to statutory reserves .....		
<b>f</b>	Inventory adjustments .....		
<b>g</b>	Taxes .....		320,245.
<b>h</b>	Other (attach schedule) .... SEE STATEMENT 7 .....	3,196,004.	0.
<b>3</b>	Total net additions .....	3,196,004.	
<b>4</b>	Total net subtractions .....		320,245.
<b>5a</b>	Current earnings and profits (line 1 plus line 3 minus line 4) .....	<b>5a</b>	1,975,215.
<b>5b</b>	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) .....	<b>5b</b>	
<b>5c</b>	Combine lines 5a and 5b .....	<b>5c</b>	1,975,215.
<b>5d</b>	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions) .....	<b>5d</b>	519,798.
Enter exchange rate used for line 5d ▶		0.2631600	

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

<b>1</b>	Subpart F income (line 40b, Worksheet A in the instructions) .....	<b>1</b>	
<b>2</b>	Earnings invested in U.S. property (line 17, Worksheet B in the instructions) .....	<b>2</b>	
<b>3</b>	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) .....	<b>3</b>	
<b>4</b>	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) .....	<b>4</b>	
<b>5</b>	Factoring income .....	<b>5</b>	
<b>6</b>	Total of lines 1 through 5. Enter here and on your income tax return .....	<b>6</b>	0.
<b>7</b>	Dividends received (translated at spot rate on payment date under section 989(b)(1)) .....	<b>7</b>	
<b>8</b>	Exchange gain or (loss) on a distribution of previously taxed income. ....	<b>8</b>	

- Was any income of the foreign corporation blocked? ..... ☐ Yes ☒ No  
 • Did any become unblocked during the tax year (see section 964(b))? ..... ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (MALAYSIA) SDN

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	2,264,196.	-209,873.				2,054,323.
<b>2a</b> Current year E&P	1,975,215.					
<b>b</b> Current year deficit in E&P						
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	4,239,411.	-209,873.				
<b>4</b> Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P	2,779,979.					
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,459,432.	-209,873.				
<b>7</b> Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	1,459,432.	-209,873.	0.	0.	0.	1,249,559.

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Schedule J (Form 5471) (Rev. 1-99)

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000774 08/29/2001

**SCHEDULE M  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and  
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (MALAYSIA) SDN

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Malaysia Ringgit 0.2631600

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .			23,266.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services. . . . .					
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance. . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	0.	0.	23,266.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .	18,985.		610,533.		
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services. . . . .			200,413.		
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .	140,108.				
<b>16</b> Dividends paid . . . . .			731,551.		
<b>17</b> Interest paid . . . . .	23,666.				
<b>18</b> Add lines 10 through 17 . . . . .	182,759.	0.	1,542,497.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . .	775,960.				
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . .					

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Schedule M (Form 5471) (Rev. 1-99)

CAA 9 5471M1 NTF 20515A

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 1  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	38,170	10,045
	-----	-----
Total	38,170	10,045
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 2  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	194,029	51,061
CHARITABLE DEDUCTIONS	1,060	279
ADVERTISING	88,589	23,313
GENERAL STATIONARY AND SU	88,260	23,227
TELEPHONE COMMUNICATIONS	678,367	178,519
OPERATING COSTS	1,124,180	295,839
UTILITIES	25,541	6,721
REPAIRS AND MAINTENANCE	25,341	6,669
INSURANCE	74,955	19,725
SERVICE CHARGES	43,444	11,433
EXPENSE TRANSFERS	-17,599	-4,631
OTHER DEDUCTIONS	3,196,019	841,064
INTER CORP. - OTHER EXP.	841,012	221,321
Total	6,363,198	1,674,540

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 3  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	10,839	6,478
	-----	-----
Total	10,839	6,478
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 4  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	52,342	52,343
Total	52,342	52,343

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 5  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----		
DEFERRED CHARGES	210,176	147,329
	-----	-----
Total	210,176	147,329
	=====	=====



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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 6  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	3,283	92,718
ACCRUED CURRENT LIABILITI	182,233	611,865
INTER CORPORATE BAL. WITH	445,723	596,722
INCOME TAXES PAYABLE		14,916
INDEMNITIES, PENSIONS AND		544,483
INTRA CORPORATE		-111
Total	631,239	1,860,593

=====

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 7  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Additions (Schedule H, Line 2h)

Description	Amount
-----	-----
Non-deductible accrual for prior year taxes	3,196,000
Miscellaneous	4
	-----
Total	3,196,004
	=====

000778 08/29/2001

Form **5471**

(Rev. January 1999)

Department of the Treasury  
Internal Revenue Service**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

**File in Duplicate**(see **When and  
Where To File** in the  
instructions)

Name of person filing this return <b>W. R. GRACE &amp; CO. &amp; SUBSIDIARIES</b>	<b>A Identifying number</b> 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300	<b>B Category of filer</b> (See page 2 of the instructions. Check applicable box(es)): (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4) <input checked="" type="checkbox"/> (5) <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487	<b>C</b> Enter the total percentage of voting stock of the foreign corporation you owned at the end of its annual accounting period 100 %
Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000	

**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Malaysia Ringgit

<b>1a</b> Name and address of foreign corporation W.R. GRACE SPECIALTY CHEM Lot 114 Gebeng Industrial Estate, P.O. Box 30 Balak 26080 Kuantan, Pahang, Malaysia		<b>b</b> Employer identification number, if any
<b>d</b> Date of incorporation 12/12/91		<b>c</b> Country under whose laws incorp. MALAYSIA
<b>e</b> Principal place of business MALAYSIA	<b>f</b> Principal business activity code number (NEW) 325900	<b>g</b> Principal business activity OTHER CHEMICAL PRODUCT MFG

**2** Provide the following information for the foreign corporation's accounting period stated above.

<b>a</b> Name, address, and identifying number of branch office or agent (if any) in the United States NONE	<b>b</b> If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
<b>c</b> Name and address of foreign corporation's statutory or resident agent in country of incorporation	<b>d</b> Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different M S AWANG	

**Schedule A Stock of the Foreign Corporation****Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY SHARES	5,000,002	5,000,002
PREFERENCE SHARES	101,282	101,282

**Part II -- Additional Information for PREFERRED Stock**(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form **5471** (Rev. 1-99)

CAA 9 54711 NTF 20510

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Form 5471 (Rev. 1-99)

<b>Schedule B</b>	<b>U.S. Shareholders of Foreign Corporation</b> (See page 4 of the instructions.)
-------------------	---

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R.GRACE & CO. -CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	ORDINARY SHARES	5,000,002	5,000,002	
	PREFERENCE SHARES	101,282	101,282	
*A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO.				

**Schedule C** **Income Statement** (See page 4 of the instructions.)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	<b>1a</b> Gross receipts or sales . . . . .	<b>1a</b> 60,903,928.	16,027,478.
	<b>b</b> Returns and allowances . . . . .	<b>1b</b>	
	<b>c</b> Subtract line 1b from line 1a . . . . .	<b>1c</b> 60,903,928.	16,027,478.
	<b>2</b> Cost of goods sold . . . . .	<b>2</b> 31,700,706.	8,342,358.
	<b>3</b> Gross profit (subtract line 2 from line 1c). . . . .	<b>3</b> 29,203,222.	7,685,120.
	<b>4</b> Dividends . . . . .	<b>4</b>	
	<b>5</b> Interest . . . . .	<b>5</b> 609,259.	160,333.
	<b>6</b> Gross rents, royalties, and license fees . . . . .	<b>6</b>	
	<b>7</b> Net gain or (loss) on sale of capital assets . . . . .	<b>7</b>	
<b>8</b> Other income (attach schedule) . . . . . SEE. STATEMENT. 1 . . . . .	<b>8</b> 1,095,956.	288,412.	
<b>9</b> Total income (add lines 3 through 8). . . . .	<b>9</b> 30,908,437.	8,133,865.	
Deductions	<b>10</b> Compensation not deducted elsewhere . . . . .	<b>10</b> 3,818,176.	1,004,791.
	<b>11</b> Rents, royalties, and license fees . . . . .	<b>11</b> 1,422,153.	374,254.
	<b>12</b> Interest . . . . .	<b>12</b>	
	<b>13</b> Depreciation not deducted elsewhere . . . . .	<b>13</b> 8,525,957.	2,243,691.
	<b>14</b> Depletion . . . . .	<b>14</b>	
	<b>15</b> Taxes (exclude provision for income, war profits, and excess profits taxes) . . . . .	<b>15</b> 97,374.	25,625.
	<b>16</b> Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) . . . . . SEE. STATEMENT. 2 . . . . .	<b>16</b> 4,708,122.	1,238,989.
	<b>17</b> Total deductions (add lines 10 through 16). . . . .	<b>17</b> 18,571,782.	4,887,350.
Net Income	<b>18</b> Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) . . . . .	<b>18</b> 12,336,655.	3,246,515.
	<b>19</b> Extraordinary items and prior period adjustments (see instructions) . . . . .	<b>19</b>	
	<b>20</b> Provision for income, war profits, and excess profits taxes (see instructions) . . . . .	<b>20</b> 40,224.	10,586.
	<b>21</b> Current year net income or (loss) per books (line 18 plus line 19 minus line 20). . . . .	<b>21</b> 12,296,431.	3,235,929.

000778 08/29/2001

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

W.R. GRACE SPECIALTY CHEM

65-0773649

Form 5471 (Rev. 1-99)

Page 3

<b>Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued</b> (See page 4 of instructions.)			
(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 MALAYSIA	60,023.	0.2631824	15,797.
3			
4			
5			
6			
7			
8 Total			15,797.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1,726,618.	9,318,244.
2a Trade notes and accounts receivable		1,848,540.	2,206,153.
b Less allowance for bad debts		( -110,531. )	( -97,373. )
3 Inventories		1,880,898.	1,891,259.
4 Other current assets (attach schedule)	SEE STATEMENT 3	47,269.	67,024.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		28,004,536.	28,680,749.
b Less accumulated depreciation		(5,361,473. )	( 7,630,575. )
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)		1,230,658.	1,210,162.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		( )	( )
12 Other assets (attach schedule)	SEE STATEMENT 4	2,687,270.	0.
13 Total assets		32,174,847.	35,840,389.
Liabilities and Stockholders' Equity			
14 Accounts payable		847,461.	985,923.
15 Other current liabilities (attach schedule)	SEE STATEMENT 5	-19,409.	271,505.
16 Loans from stockholders and other related persons			
17 Other liabilities (attach schedule)	SEE STATEMENT 6	0.	0.
18 Capital stock:			
a Preferred stock		26,653.	26,653.
b Common stock		1,315,790.	1,315,800.
19 Paid-in or capital surplus (attach reconciliation)		26,626,515.	26,626,718.
20 Retained earnings		3,377,837.	6,613,790.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		32,174,847.	35,840,389.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

W.R. GRACE SPECIALTY CHEM

65-0773649

Form 5471 (Rev. 1-99)

Page 4

**Schedule H Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

<b>1</b>	Current year net income or (loss) per foreign books of account	<b>1</b>	12,296,431.
<b>2</b>	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		<b>Net Additions</b>	<b>Net Subtractions</b>
<b>a</b>	Capital gains or losses		
<b>b</b>	Depreciation and amortization		
<b>c</b>	Depletion		
<b>d</b>	Investment or incentive allowance		
<b>e</b>	Charges to statutory reserves		
<b>f</b>	Inventory adjustments		
<b>g</b>	Taxes		19,799.
<b>h</b>	Other (attach schedule) . . . . . SEE STATEMENT 7	3.	0.
<b>3</b>	Total net additions	3.	
<b>4</b>	Total net subtractions		19,799.
<b>5a</b>	Current earnings and profits (line 1 plus line 3 minus line 4)		12,276,635.
<b>5b</b>	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		
<b>5c</b>	Combine lines 5a and 5b		12,276,635.
<b>5d</b>	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)		3,230,719.
	Enter exchange rate used for line 5d ▶		0.2631600

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

<b>1</b>	Subpart F income (line 40b, Worksheet A in the instructions)	<b>1</b>	
<b>2</b>	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	<b>2</b>	
<b>3</b>	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	<b>3</b>	
<b>4</b>	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	<b>4</b>	
<b>5</b>	Factoring income	<b>5</b>	
<b>6</b>	Total of lines 1 through 5. Enter here and on your income tax return	<b>6</b>	0.
<b>7</b>	Dividends received (translated at spot rate on payment date under section 989(b)(1))	<b>7</b>	
<b>8</b>	Exchange gain or (loss) on a distribution of previously taxed income	<b>8</b>	

• Was any income of the foreign corporation blocked? Yes ☐ No ☒

• Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE SPECIALTY CHEM

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	11,648,273.					11,648,273.
<b>2a</b> Current year E&P	12,276,635.					
<b>b</b> Current year deficit in E&P						
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	23,924,908.					
<b>4</b> Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	23,924,908.	0.				
<b>7</b> Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	23,924,908.	0.	0.	0.	0.	23,924,908.

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 1-99)

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**SCHEDULE M  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and  
Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE SPECIALTY CHEM

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Malaysia Ringgit 0.2631600

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .		81,851.	6,571,158.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .					
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) . . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance . . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	0.	81,851.	6,571,158.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .		1,482,318.	312,036.		
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .					
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .					
<b>16</b> Dividends paid . . . . .					
<b>17</b> Interest paid . . . . .					
<b>18</b> Add lines 10 through 17 . . . . .	0.	1,482,318.	312,036.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . .					
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . .					

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Schedule M (Form 5471) (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE SPECIALTY CHEM

Statement 1  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	1,095,956	288,412
	-----	-----
Total	1,095,956	288,412
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE SPECIALTY CHEM

Statement 2  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	578,577	152,258
CHARITABLE DEDUCTIONS	2,500	658
ADVERTISING	144,605	38,054
GENERAL STATIONARY AND SU	237,595	62,526
TELEPHONE COMMUNICATIONS	1,112,244	292,698
OPERATING COSTS	228,246	60,065
UTILITIES	426,358	112,200
REPAIRS AND MAINTENANCE	212,558	55,937
INSURANCE	535,092	140,815
SERVICE CHARGES	380,121	100,033
EXPENSE TRANSFERS	-52,727	-13,876
AMORTIZATION CHARGES	443,119	116,611
OTHER DEDUCTIONS	102,314	26,925
INTER CORP. - OTHER EXP.	357,520	94,085
Total	4,708,122	1,238,989

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE SPECIALTY CHEM

Statement 3  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	47,269	67,024
Total	47,269	67,024

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W.R. GRACE SPECIALTY CHEM

Statement 4  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER ASSETS	2,687,270	
	-----	-----
Total	2,687,270	0
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE SPECIALTY CHEM

Statement 5  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	5,395	3,834
ACCRUED CURRENT LIABILITY	759,986	927,945
INTER CORPORATE BAL. WITH	-784,790	-660,274
	-----	-----
Total	-19,409	271,505
	=====	=====

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W.R. GRACE SPECIALTY CHEM

Statement 6  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	0	0
	-----	-----
Total	0	0
	=====	=====

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W.R. GRACE SPECIALTY CHEM

Statement 7  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Additions (Schedule H, Line 2h)

Description	Amount
-----	-----
Other Net Additions	3
	-----
Total	3
	=====

000292 08/29/2001

Form **5471**

(Rev. January 1999)

Department of the Treasury  
Internal Revenue Service**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

OMB No. 1545-0704

**File In Duplicate**(see **When and  
Where To File** in the  
instructions)Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

**A Identifying number**

65-0773649

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

**B Category of filer** (See page 2 of the instructions. Check applicable  
box(es):) (1) ☐ (2) ☐ (3) ☐ (4) ☒ (5) ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

**C** Enter the total percentage of voting stock of the foreign corporation

you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000

**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Mexican Peso

**1a** Name and address of foreign corporation

GRACE CONTAINER, SA de CV

AV ISIDRO FABELA S/N PARQUE IND STGO, TIANGUSTENCO

52600, TINAGUISTENCO, MEXICO

**b** Employer identification number, if any**c** Country under whose laws incorp.  
MEXICO**d** Date of incorporation

11/22/71

**e** Principal place of business

MEXICO

**f** Principal business activity  
code number (NEW)

325900

**g** Principal business activity  
OTHER CHEMICAL  
PRODUCT MFG**2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent  
(if any) in the United States**b** If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid  
(after all credits)**c** Name and address of foreign corporation's statutory or resident  
agent in country of incorporation**d** Name and address (including corporate department, if applicable) of  
person (or persons) with custody of books & records of the foreign  
corporation, and the location of such books and records, if different  
G HUERTA**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
SHARES	234,993,704	234,993,704

**Part II — Additional Information for PREFERRED Stock**(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form **5471** (Rev. 1-99)

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65-0773649

Form 5471 (Rev. 1-99)

Page 3

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
<b>1</b> U.S.			
<b>2</b> Mexico	1,147,025.	0.1057610	121,311.
<b>3</b>			
<b>4</b>			
<b>5</b>			
<b>6</b>			
<b>7</b>			
<b>8</b> Total			121,311.

**Schedule F Balance Sheet****Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
<b>1</b> Cash		-139,611.	185,559.
<b>2a</b> Trade notes and accounts receivable		4,158,952.	3,031,976.
<b>b</b> Less allowance for bad debts		( -470,374. )	( -163,094. )
<b>3</b> Inventories		1,694,232.	2,176,067.
<b>4</b> Other current assets (attach schedule) SEE STATEMENT 3		627,667.	9,896.
<b>5</b> Loans to stockholders and other related persons			
<b>6</b> Investment in subsidiaries (attach schedule)			
<b>7</b> Other investments (attach schedule)		0.	0.
<b>8a</b> Buildings and other depreciable assets		10,688,409.	10,748,484.
<b>b</b> Less accumulated depreciation		( 5,206,463. )	( 5,834,001. )
<b>9a</b> Depletable assets			
<b>b</b> Less accumulated depletion		( )	( )
<b>10</b> Land (net of any amortization)		842,430.	832,723.
<b>11</b> Intangible assets:			
<b>a</b> Goodwill			
<b>b</b> Organization costs			
<b>c</b> Patents, trademarks, and other intangible assets			
<b>d</b> Less accumulated amortization for lines 11a, b, and c		( )	( )
<b>12</b> Other assets (attach schedule) SEE STATEMENT 4		-287,467.	0.
<b>13</b> Total assets		12,848,523.	11,313,798.
Liabilities and Stockholders' Equity			
<b>14</b> Accounts payable		1,343,963.	887,134.
<b>15</b> Other current liabilities (attach schedule) SEE STATEMENT 5		1,413,297.	261,236.
<b>16</b> Loans from stockholders and other related persons		4,429,949.	5,445,956.
<b>17</b> Other liabilities (attach schedule)		0.	0.
<b>18</b> Capital stock:			
<b>a</b> Preferred stock			
<b>b</b> Common stock		2,484,121.	2,455,499.
<b>19</b> Paid-in or capital surplus (attach reconciliation)		5,276,604.	5,215,805.
<b>20</b> Retained earnings		-2,099,411.	-2,951,832.
<b>21</b> Less cost of treasury stock		( )	( )
<b>22</b> Total liabilities and stockholders' equity		12,848,523.	11,313,798.

Does the foreign corporation have an interest in a partnership or trust? ☐ Yes ☒ No

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GRACE CONTAINER, SA deCV

65-0773649

Form 5471 (Rev. 1-99)

Page 4

**Schedule H** **Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

<b>1</b>	Current year net income or (loss) per foreign books of account . . . . .	<b>1</b>	-6,957,954.
<b>2</b>	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	<b>Net Additions</b>	<b>Net Subtractions</b>
<b>a</b>	Capital gains or losses . . . . .		
<b>b</b>	Depreciation and amortization . . . . .		
<b>c</b>	Depletion . . . . .		
<b>d</b>	Investment or incentive allowance . . . . .		
<b>e</b>	Charges to statutory reserves . . . . .		
<b>f</b>	Inventory adjustments . . . . .		
<b>g</b>	Taxes . . . . .	470,305.	
<b>h</b>	Other (attach schedule) . . . . .	0.	3.
<b>3</b>	Total net additions . . . . .	470,305.	
<b>4</b>	Total net subtractions . . . . .		3.
<b>5a</b>	Current earnings and profits (line 1 plus line 3 minus line 4) . . . . .	<b>5a</b>	-6,487,652.
<b>b</b>	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) . . . . .	<b>5b</b>	
<b>c</b>	Combine lines 5a and 5b . . . . .	<b>5c</b>	-6,487,652.
<b>d</b>	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions) . . . . .	<b>5d</b>	-685,226.
Enter exchange rate used for line 5d ►		0.1056200	

**Schedule I** **Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

<b>1</b>	Subpart F income (line 40b, Worksheet A in the instructions) . . . . .	<b>1</b>	
<b>2</b>	Earnings invested in U.S. property (line 17, Worksheet B in the instructions) . . . . .	<b>2</b>	
<b>3</b>	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) . . . . .	<b>3</b>	
<b>4</b>	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) . . . . .	<b>4</b>	
<b>5</b>	Factoring income . . . . .	<b>5</b>	
<b>6</b>	Total of lines 1 through 5. Enter here and on your income tax return . . . . .	<b>6</b>	0.
<b>7</b>	Dividends received (translated at spot rate on payment date under section 989(b)(1)) . . . . .	<b>7</b>	
<b>8</b>	Exchange gain or (loss) on a distribution of previously taxed income . . . . .	<b>8</b>	

- Was any income of the foreign corporation blocked? . . . . . ☐ Yes ☒ No  
 • Did any become unblocked during the tax year (see section 964(b))? . . . . . ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE CONTAINER, SA deCV

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	-14,299,492.					-14,299,492.
<b>2a</b> Current year E&P						
<b>b</b> Current year deficit in E&P	6,487,652.					
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-20,787,144.					
<b>4</b> Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-20,787,144.	0.				
<b>7</b> Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	-20,787,144.	0.	0.	0.	0.	-20,787,144.

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Schedule J (Form 5471) (Rev. 1-99)

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**SCHEDULE M  
(Form 5471)**(Rev. January 1999)  
Department of the Treasury  
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and  
Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE CONTAINER, SA deCV

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Mexican Peso 0.1056200

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .	63,036.		855,080.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .			197.		
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) . . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance . . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	63,036.	0.	855,277.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .	1,252,620.		187,914.		
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .	216,732.		510,656.		
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .	681,026.				
<b>16</b> Dividends paid . . . . .					
<b>17</b> Interest paid . . . . .			529,919.		
<b>18</b> Add lines 10 through 17 . . . . .	2,150,378.	0.	1,228,489.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . . .			5,539,340.		
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . . . .					

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Schedule M (Form 5471) (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES  
GRACE CONTAINER, SA deCV

Statement 1  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	1,716,426	181,289
	-----	-----
Total	1,716,426	181,289
	=====	=====

000292 08/29/2001  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE CONTAINER, SA deCV

Statement 2  
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	2,411,490	254,702
CHARITABLE DEDUCTIONS	11,500	1,215
ADVERTISING	298,113	31,487
GENERAL STATIONARY AND SU	903,998	95,480
TELEPHONE COMMUNICATIONS	7,401,808	781,779
OPERATING COSTS	1,711,502	180,769
REPAIRS AND MAINTENANCE	884,242	93,394
INSURANCE	1,402,682	148,151
EXPENSE TRANSFERS	-12,779,485	-1,349,769
OTHER DEDUCTIONS	-3,358,164	-354,689
INTER CORP. - OTHER EXP.	6,912,912	730,142
Total	5,800,598	612,661